

## ANNOUNCEMENT

referring to the Public Tender Offer of shares issued by SIF BANAT-CRISANA SA

at a price of 1.70 RON / share

approved by the Financial Supervisory Authority ("FSA") by Decision no. 1499 dated 27.07.2016

**Issuer:** SIF BANAT-CRISANA S.A., a company established and operating according to the Romanian law, with the registered office in 35A Calea Victoriei, Postal Code 310158, Arad, Romania, registered with the Trade Registry under no. J02/1898/1992, unique registration code 2761040 (hereinafter called "**Issuer**").

The main domain of activity of the Issuer is the one described by NACE Code 64 – Financial brokerage with the exception of insurance activities and pension funds, and the main activity is other financial investments - NACE Code 6499.

**Bidder:** SIF BANAT-CRISANA S.A., a company established and operating according to the Romanian law, with the registered office in 35A Calea Victoriei, Postal Code 310158, Arad, Romania, registered with the Trade Registry under no. J02/1898/1992, Sole Registration Code 2761040 (hereinafter called the "**Bidder**").

The main domain of activity of the Bidder is the one described by NACE Code 64 – Financial brokerage with the exception of insurance activities and pension funds, and the main activity is other financial investments - NACE Code 6499.

The Bidder's investment objective consists in financial investment, investment portfolio management and exercise of all rights associated with investing in instruments that maximize the value of its own shares.

The Administrator of the Bidder is the Board of Directors comprised of seven members appointed for a period of four years.

In connection with the shares issued by SIF BANAT-CRISANA S.A., the Bidder does not own shares, the persons with which he is acting in concert own a number of 66.255 of the Issuer's shares.

**The Offer:** The Bidder intends to acquire through this Public Offer a number of 27.450.000 fully paid shares of the outstanding shares issued by the Issuer which are not owned by the Bidder (the "Public Offer"), representing 5.0014% of the share capital as registered at the trade registry.

The Public Offer is addressed to all natural and legal persons holding, during the offer period, shares issued by the Issuer. The acquisition by the Bidder of shares under this Public Offer is part of the buy-back program approved by resolution of the Extraordinary General Shareholders' meeting of the Bidder no. 1 dated 25 April 2016 published with the Official Gazette of Romania Part IV no. 1898 dated 18 May 2016, in view of decreasing the share capital and the distribution of shares, free of charge, to employees and members of company's management (administrators, managers) of shares, with the purpose of increasing their loyalty and as a reward for their contribution to the performance of the company, as per the performance criteria which are to be established by the Board of Directors.

**Intermediary:** Raiffeisen Bank S.A., with the registered office in Bucharest, Sky Tower Building, Calea Floreasca 246C, 1<sup>st</sup> District, Postal code 014476, Bucharest, Romania, registered at the Trade Registry under no. J40/44/1991, unique registration code 361820, registered in the Bank Registry under no. RB-PJR-40-009/1999, in FSA Registry under no. PJR01INCR/400009 and at the Register of personal data operators under no. 1967 and 189 (hereinafter called "**Intermediary**").

**The Public Offer period:** The Public Offer is valid for a period of 15 (fifteen) working days, between 02.08.2016 and 23.08.2016 and will be launched following the publication of this Announcement in at least one printed or online national newspaper, with general or financial content. The Bidder hereby declares that it has drawn up an Offer Document in accordance with the regulations in force which will be available as of the publication of this Announcement and throughout the entire Public Offer period, as follows: on paper, during regular business hours, at the office of Raiffeisen Bank S.A., at 246D Calea Floreasca, Office Building, 1<sup>st</sup> District, Bucharest, Romania, postal code 014476, fax 021.230.06.84 and at the Bidder's registered office in 35A Calea Victoriei, Postal Code 310158, Arad, Romania, and at the Bidder's branch in 175 Calea Floreasca, 7<sup>th</sup> floor, room A1, District 1, postal code 014459, Bucharest, Romania, and on the internet pages of the Bucharest Stock Exchange ([www.bvb.ro](http://www.bvb.ro)) as Issuer's ([www.sif1.ro](http://www.sif1.ro)).

**Methods and places for subscription:** The Shareholders may accept the Public Offer by filling-in and signing before the expiry of the Public Offer, the subscription form in the form made available to interested Shareholders by the authorized intermediaries, and by delivering all necessary documents as described in the Offer Document, at the office of Raiffeisen Bank S.A. in Bucharest, at 246D Calea Floreasca, Office Building, 1st District, or at the office of other FSA authorized intermediaries, who have signed and submitted to the Intermediary of the Public Offer the letter of engagement to abide

by the terms of the Public Offer. The Public Offer will be run using exclusively the systems of the Bucharest Stock Exchange.

**Working hours:** from Monday to Friday during the normal working hours of the Intermediary or intermediaries authorised by FSA, who have signed and submitted to the Intermediary of the Public Offer the letter of engagement to abide by the terms of the Public Offer. In the last day of the Public Offer period, subscription forms may be received only until 12:00 PM Eastern European Time (GMT+2).

*The approval of the Offer Document does not have the value of a guarantee, and does not represent another form of assessment of the Romanian Financial Supervisory Authority regarding the opportunity, the advantages or disadvantages, the profit or risks of any transactions concluded via the acceptance of this Public Offer, which is the object of this approval decision; the decision certifies only the compliance of this Offer Document with the legal requirements and the norms of application of the implementation of the Public Offer.*

Date: 19.07.2016

**BIDDER**

**INTERMEDIARY**

**SIF BANAT-CRSIANA S.A.**

**Raiffeisen Bank S.A.**

Bogdan-Alexandru Dragoi  
President, General Director

---

Dana Mirela Ionescu  
Head of Investment Banking

---